

RELIANCE COMMUNICATIONS LIMITED

Registered Office: H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai- 400 710.

Phone: 022- 3038 6286 Fax: 022 - 3037 6622, Website: www.rcom.co.in

Contact person: Hasit Shukla – President & Company Secretary

Email: hasit.shukla@relianceada.com

(We were incorporated on the July 15, 2004 under the Companies Act, 1956 under the name of “Reliance Infrastructure Developers Private Limited”. With effect from July 25, 2005, the Company was converted into a public limited company and the word “Private” was deleted from the name of the Company. Subsequently the name of “Reliance Infrastructure Developers Limited” was changed to “Reliance Communication Ventures Limited” with effect from August 3, 2005. Further the name was again changed to its present name i.e. “Reliance Communications Limited” with effect from June 7, 2006.)

SCHEDULE – I DISCLOSURE AS PER SEBI GUIDELINES FOR THE ISSUE OF DEBENTURES ON A PRIVATE PLACEMENT BASIS

Issue of 3,000 Secured Redeemable Non-Convertible Debentures of the face value of Rs. 1,00,00,000 each, for cash at par, aggregating Rs 3,000 crore	
General Risk	
Investors are advised to take informed decision before taking an investment decision in this offering. For taking an investment decision the investor must rely on their examination of the offeror and the offer including the risks involved. The Issue of Debentures has not been recommended or approved by Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document.	
Credit Rating	
ICRA has assigned the “LAAA” Rating to Non – Convertible Debenture Programme of Rs. 3000 crore. This rating is the highest-credit-quality rating assigned by ICRA. The rating is not recommended to buy, sell or hold Securities and investors should take their own decision. The rating may be subject to revision or withdrawal at any time by the assigning rating agency and rating should be evaluated independently of any other rating. The rating obtained is subject to revision at any point of time in the future. The rating agency have a right to suspend, withdraw the rating at any time on the basis of new information etc.	
Listing	
The Secured Redeemable Non-Convertible Debentures (“NCD” or Debentures”) are proposed to be listed on the WDM segment of Bombay Stock Exchange Limited (BSE) and/or National Stock Exchange of India Limited (NSE).	
Registrar to the Offer :- Karvy Computershare Private Limited Plot No. 17-24, Vittal Rao Nagar Madhapur, Hyderabad 500 081 Andhra Pradesh, India Website: www.karvy.com Telephone: +91 40 2342 0865 Fax: +91 40 2342 0859 Email of Investor Relations Manager: alok.sharma@karvy.com	Trustees for Debenture Holders :- Axis Trustee Services Limited Maker Towers, F Wing 6th Floor, Cuffe Parade, Colaba Mumbai – 400 005 Telephone: +91 22 6707 1310 Fax: +91 22 2216 2467 Contact Person : Mr. Neelesh Baheti email: Neelesh.Baheti@axistrustee.com
Issue opens on: February 24, 2009	Issue Closes on: March 05, 2009

i. Name and address of the Registered Office of the issuer.

Reliance Communications Limited
H Block, 1st Floor,
Dhirubhai Ambani Knowledge City,
Navi Mumbai- 400 710
Phone: 022- 3038 6286
Fax: 022 - 3037 6622, Website: www.rcom.co.in
Contact person: Hasit Shukla, President & Company Secretary
Email: hasit.shukla@relianceada.com

ii. Names and addresses of the Directors of the issuer.

Board Of Directors - As per the Articles of Association, Reliance Communications Limited (RCOM) cannot have less than 3 or more than 12 directors. The Company currently has 5 directors as on December 31, 2008 as follows:

S.No.	Name and Designation of Directors	Address
1.	Shri Anil D Ambani, Non-Executive Chairman	Seawind, 39, Cuffe Parade, Colaba, Mumbai -400 005
2.	Prof. J. Ramachandran Independent Director	417, Faculty Quarters, Indian Institute of Management Bannerghatta, Bangalore – 560 076
3.	Shri S. P.Talwar Independent Director	163, Beach Towers , P. Baloo Marg Prabhadevi, Mumbai – 400 025
4.	Shri Deepak Shourie Independent Director	A-31,West End, New Delhi – 110 021
5.	Shri A. K. Purwar Independent Director	Bayview, 1st Floor,1, Worli Seaface, Mumbai – 400 018

iii. A brief summary of the business/ activities of the issuer and its line of business.

Reliance Communications Limited (“RCOM”, “Borrower” or the “Company”) is the flagship Company of the Reliance Anil Dhirubhai Ambani (“ADA”) Group. Rated among "Asia's Top 5 Most Valuable Telecom Companies", Reliance Communications is India's foremost and truly integrated telecommunications service provider. The Company, with a customer base of over 65 million including over 1.7 million individual overseas retail customers, ranks among the Top 10 Telecom companies in the world by number of customers in a single country. RCOM's corporate clientele includes 2,100 Indian and multinational corporations, and over 800 global, regional and domestic carriers.

Reliance Communications Limited has established a pan-India, next generation, integrated (wireless and wireline), convergent (voice, data and video) digital network that is capable of supporting best-of-class services spanning the entire communications value chain, covering over 20,000 towns and 450,000 villages. Reliance Communications owns and operates the world's largest next generation IP enabled connectivity infrastructure, comprising over 175,000 kilometers of fibre optic cable systems in India, USA, Europe, Middle East and the Asia Pacific region.

On consolidated basis RCOM's operating revenues and net profit for the 12 month period ended March 31, 2008 was Rs. 190.7 billion (USD 4,765 million) and Rs. 67.9 billion (USD 1,697 million) respectively.

On March 31, 2008, RCOM had a networth of Rs. 290.3 billion (USD 7,254 million) and a net debt of Rs. 140.8 billion (USD 3,518 million).

Business activity of the Company

Market leadership position

RCOM is among the top two providers of wireless communication services in India with a subscriber base of more than 65 million wireless subscribers. RCOM is second largest seller of mobile handsets/devices in the country, and the largest service provider engaged in this activity. Due to its unique strength in high speed wireless data transmission, RCOM has 65% market share of the data card and USB modem market for laptops and PCs. In addition, RCOM is the largest PCO operator in the private sector with over 50% market share. RCOM has achieved this leadership status in the Indian telecom market within 4 years of the commercial national commercial launch of its CDMA based services. The Company has the distinction of being EBITDA positive since the first year of its operations.

This rapid build-up of the subscriber base has been achieved by leveraging the telecom network and national retail presence through nearly 2,000 exclusive Reliance World and Reliance Express stores with a presence in over 700 Indian cities. Together with preferred retailers, RCOM has a branded retail presence in over 1,300 towns.

Apart from the growth witnessed in the wireless telecom market, RCOM is increasing its presence in the broadband segment too. The enterprise broadband services were launched in the first half of 2005, focussing on the top 40 cities of India. RCOM has leveraged its existing metro fibre optic network to connect with customers in select buildings. As on 31 March 2008, 787,567 buildings are directly connected and 1,031,000 access lines had been activated. RCOM has established an enterprise customer base that includes 850 of the top Indian enterprise and MNCs, rapidly expanding its customer in the SME segment too.

RCOM is the market leader in the IDC services (Reliance Data Centre) with over 62% market share and has an enterprise customer base that includes 800 of the top 1,000 Indian enterprises and MNCs. RCOM is also the leading provider of MPLS-VPN and Centrex solutions.

RCOM entered the long distance market in India in mid 2003 and has become the largest carrier of international voice minutes, with a market share of 35% for International Long Distance ("ILD") wholesale inbound traffic. In addition to this RCOM has over 1.5 million customers for the Reliance India Call service which accounts for 40% of the total retail market calls made from the United States to India.

Largest Capacity and Superior Network in India

Company will soon be present in over 23,000 towns through its CDMA network and over 8,000 towns through GSM network. RCOM's network will also cover over 600,000 villages and address 90% of India's population. RCOM has also commenced setting up of GSM network in the 14 additional circles where it has received requisite Government approvals and spectrum to roll-out GSM.

RCOM's national inter-city long distance network is the largest next generation network in India, with over 110,000 route kilometers of ducted fibre optic cables, which is being further expanded to 135,000 route kilometers. RCOM has a totally unique asset in over 25,000 route kilometers of ducted fibre optic cables installed in the leading cities in India. The entire inter-city and metro fibre optic backbone network is deployed in a ring and meshes architecture and is MPLS enabled. The Reliance Data Network has over 180 MPLS integrated network nodes.

CDMA is a spread spectrum technology where the information at a standard rate of 9.6 Kbits per second is spread on 1.23 MHz bandwidth. RCOM's network can support 2.3 times more simultaneous calls per MHz as compared to that of other GSM operators.

Integrated telecom approach

The next generation telecom network, capable of supporting voice and data, is being leveraged by RCOM to offer a full suite of telecommunications services ranging from wireless to wireline including voice, data and broadband. The guiding strategy followed by RCOM in the network design and implementation has been the "follow-the-demand" principle.

The superior and extensive telecom network is the basis for (i) an integrated telecom approach providing a full suite of telecommunications services ranging from wireless to wireline including voice, data and broadband; (ii) providing affordable and high quality services based on technological leadership; and (iii) enabling the RCOM Group to offer innovative communications products and services catering to evolving customer needs.

Recent Developments

On January 11, 2008, the Company received start-up spectrum to launch nationwide GSM services under its existing Unified Access Service License (UASL). RCOM has been granted GSM spectrum in 14 service areas. The DOT had also made necessary amendments to Unified Access Service Licenses (UASL) of Reliance Telecom Limited (RTL), wholly owned subsidiary of the RCOM, to enable RTL to offer CDMA services in Assam and North East Service Area in addition to existing GSM services and made allotment of start up spectrum to RTL for providing CDMA services in Assam and North East.

RCOM is planning to participate in the upcoming 3G auction and would like to bid for nationwide 3G frequencies. RCOM expects the auction price to be in a range upwards of USD 1 billion for a nationwide licence. RCOM believes that with implementation of MNP; 3G will act as a key differentiator to attract high-end customers to its newly launched nationwide GSM operations. RCOM has planned a suite of high end applications such as video telephony which are expected to be highly attractive to high-end 3G customers. Also, India is a low broadband penetration market with high growth potential. 3G data card services will be able to bridge the supply gap currently limited due to low fixed-line penetration in the country.

RCOM has announced launch of pan India GSM services on December 30, 2008. RCOM believes that with a nationwide GSM network complementing its existing nationwide CDMA network it will be able to achieve No. 1 leadership position in the wireless space in India. With a nationwide GSM network, RCOM will be able to share growth opportunities in India's GSM market, which constitutes 80% of the Mobility market and which has a very high churn rate. RCOM will be able to expand its market share in segments which are high VAS users(such as youth)and which are today mostly using GSM technology because of highly developed eco-system of GSM handsets in the country. This coupled with the existing leadership position in enterprise and NLD/ILD business, RCOM has the potential to become the undisputed leader in the Indian telecommunication sector.

RCOM has also started upgrading its existing CDMA 1x network with EVDO technology at selective locations in the top 250 cities across India. RCOM believes that CDMA provides an edge in wireless data transfer and can be a very cost effective solution for high data ARPU customers. RCOM is already the leader in the wireless data card business in India through its CDMA 1x data cards; EVDO will strengthen this leadership further by providing consumers with much greater speed and superior SLAs.

On January 31, 2009, the Board of Directors of Reliance Communications Limited had approved a Scheme for consolidation of Optic Fiber Division of the Company to Reliance Infratel Limited, a

subsidiary of the Company. Transfer of Optic Fiber division Assets from RCOM to Reliance Infratel will be through a Court approved Scheme of Arrangement at fair value. No additional equity shares are to be issued and no change is proposed in the capital structure of the Company in terms of said Scheme.

Main Object of the Company

Main Objects: The main objects of the Company are:

1. To carry on and undertake the business of finance, investment, loan and guarantee company and to invest in acquire, subscribe, purchase, hold, sell, divest or otherwise deal in securities, shares, stocks, equity linked securities, debentures, debenture stock, bonds, commercial papers, acknowledgements, deposits, notes, obligations, futures, calls, derivatives, currencies and securities of any kind whatsoever, whether issued or guaranteed by any person, company, firm, body, trust, entity, government, state, dominion sovereign, ruler, commissioner, public body or authority, supreme, municipal, local or otherwise, whether in India or abroad. The Company will not carry on any activity as per Section 45 1A of RBI Act, 1934.
 2. To carry on and undertake the business of financial services like financial restructuring / reorganization, investment counselling, portfolio management and all activities and facilities of every description including all those capable of being provided by bankers, stockbrokers, merchant-bankers, investment bankers, portfolio managers, trustees, agents, advisors, consultants, providing other financial or related services and to carry on the activities of hire-purchase, leasing and to finance lease operations of all kinds, purchasing, selling, hiring or letting on hire all kinds of plant and machinery and equipment and to assist in financing of all and every kind and description of hire-purchase or deferred payment or similar transactions and to subsidize, finance or assist in subsidizing or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of movable property including plant and machinery, equipments, ships, aircrafts, automobiles, computers, and all consumer, commercial, medical and industrial items with or without security and to lease or otherwise deal with them including resale thereof, regardless of whether the property purchased and leased is new and/or used and from India or abroad.
 3. To carry on and undertake the business of acting as agent of any person, public or private sector enterprises, financial institutions, banks, central government and state governments and to do financial research, design and preparation of feasibility study reports, project reports and appraisal report in India and abroad.
 4. To carry on, manage, supervise and control the business of telecommunication, infrastructure, telecommunication system, telecommunication network, and telecommunication services of all kinds including and not limited to setting up telephone exchange, coaxial stations, telecommunication lines and cables of every form and description, transmission, emission, reception through various forms, maintaining and operating all types of telecommunication service and providing data programmes and data bases for telecommunication.
- iv. A brief history of the issuer since its incorporation giving details of its activities including any reorganization, reconstruction or amalgamation, changes in its capital structure,(authorised, issued and subscribed) and borrowings, if any.**

Reliance Communications Limited was incorporated on July 15,2004 under the Companies Act, 1956 under the name of "Reliance Infrastructure Developers Private Limited". With effect from July 25, 2005, the Company was converted into a public limited company and the word "Private" was deleted from the name of the Company. Subsequently the name of "Reliance Infrastructure Developers Limited" was

changed to “Reliance Communication Ventures Limited” with effect from August 03,2005 and further the name was again changed to its present name i.e. “Reliance Communications Limited” with effect from June 07, 2006.

Capital Structure

As on December 31, 2008

(Rs in crore)

Amount

SHARE CAPITAL

A. Authorized Share Capital

300,00,00,000 equity shares of Rs. 5 each

1500.00

B. Issued, Subscribed and Paid – Up

2,06,40,26,881 Equity Shares of Rs. 5 each fully paid up

1032.01

Share Capital history of the Company

Authorised Capital

Sr. No.	Date	Particulars
1.	21.07.2005	Increase from Rs.1,00,000 to Rs.5,00,000.
2.	11.08.2005	Sub-dividing the existing Authorised capital of Rs.5,00,000 divided into 50,000 equity shares of Rs.10 each into 1,00,000 equity shares of Rs.5 each.
3.	24.12.2005	Increase from Rs.5,00,000 to Rs.650,00,00,000.
4.	31.03.2006	Increase from Rs.650,00,00,000 to Rs.1500,00,00,000 divided into 200,00,00,000 equity shares of Rs.5/- each and 100,00,00,000 unclassified shares of Rs.5/- each.
5.	30.04.2006	Re-classified the existing unclassified shares into equity share resulting into authorised capital of Rs. 1500,00,00,000 divided into 300,00,00,000 equity shares of Rs.5/- each.

Equity capital build-up

Sr. No.	Date	Particulars	Issue Price(Rs.)	No. of Shares	Cumulative (No. of Shares)
1	16.07.2004	Allotted upon Incorporation	10	10000	10000
2	25.07.2005	Additional issue of shares	10	40000	50000
3	11.08.2005	Sub division equity shares of Rs.10 into Rs.5 per share	N.A	100000	100000
4	27.01.2006	Allotment pursuant to Scheme of arrangement	N.A	1223130422	1223230422
5	27.01.2006	Cancelled pursuant to scheme	N.A	(100000)	1223130422
6	14.09.2006	Allotment pursuant to Scheme of arrangement	N.A	821484568	2044614990
7	18.10.2007	Conversion of FCCBs	480.68	639100	2045254090
8	23.10.2007	Conversion of FCCBs	480.68	221096	2045475186
9	24.10.2007	Conversion of FCCBs	480.68	3297522	2048772708
10	25.10.2007	Conversion of FCCBs	480.68	646210	2049418918
11	31.10.2007	Conversion of FCCBs	661.23	667090	2050086008
12	31.10.2007	Conversion of FCCBs	480.68	2105353	2052191361
13	05.11.2007	Conversion of FCCBs	480.68	4675242	2056866603
14	14.11.2007	Conversion of FCCBs	480.68	715445	2057582048
15	19.11.2007	Conversion of FCCBs	480.68	973838	2058555886

Sr. No.	Date	Particulars	Issue Price(Rs.)	No. of Shares	Cumulative (No. of Shares)
16	24.11.2007	Conversion of FCCBs	480.68	2539513	2061095399
17	07.12.2007	Conversion of FCCBs	480.68	206602	2061302001
18	14.12.2007	Conversion of FCCBs	480.68	877000	2062179001
19	29.12.2007	Conversion of FCCBs	480.68	692366	2062871367
20	16.01.2008	Conversion of FCCBs	480.68	423913	2063295280
21	22.01.2008	Conversion of FCCBs	480.68	703907	2063999187
22	31.01.2008	Conversion of FCCBs	480.68	27694	2064026881

Restructuring / Reorganisation / Amalgamation

Scheme of Arrangement with Reliance Industries Limited

Reliance Industries Limited (“Demerged Company”) vested its Telecommunications Undertaking, pursuant to the Scheme of Arrangement (“Demerger Scheme”) under Sections 391 to 394 of the Companies Act, 1956 as approved by the Hon’ble High Court of Judicature at Bombay vide orders dated December 09, 2005, with effect from September 01, 2005. The Telecommunications undertaking, constituted inter-alia, investments in Reliance Infocomm Limited, Reliance Communications Infrastructure Limited and Reliance Telecom Limited. In terms of the said Scheme, 122,31,30,422 equity shares of the Company were issued and allotted to the shareholders of the Demerged Company (except to the Specified Shareholders) in the ratio of one equity share each of Rs.5 of the Company for every one equity share of Rs.10 held in the Demerged Company. The equity shares of the Company so issued were listed and admitted for trading on Bombay Stock Exchange Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) with effect from March 06, 2006. The Global Depository Receipts (GDRs) of the Company were also listed on the Luxembourg Stock Exchange.

Scheme of Amalgamation and Arrangement involving reorganisation of group telecom business

As stated above, the Scheme of Amalgamation and Arrangement (Scheme) for the amalgamation of Reliance Infocomm Limited, Ambani Enterprises Private Limited, Reliance Business Management Private Limited, Formax Commercial Private Limited, Reliance Communications Technologies Limited, Reliance Software Solutions Private Limited, Reliance Communications Solutions Private Limited and Panther Consultants Private Limited (“Transferor Companies”) and demerger of the Network division of the Reliance Communications Infrastructure Limited with the Company, as approved by the Hon’ble High Court of Judicature at Bombay and the Hon’ble High Court of Gujarat at Ahmedabad, vide orders dated July 21, 2006 and July 18, 2006 respectively became effective on September 12, 2006.

Scheme of Arrangement for transfer of Passive Infrastructure

In terms of the Scheme of Arrangement between the Company, Reliance Telecom Limited (RTL) and Reliance Infratel Limited (RITL) (formerly known as Reliance Telecom Infrastructure Limited), subsidiaries of the Company and their respective shareholders and creditors, as sanctioned by the Hon’ble High Court of Judicature at Bombay vide order dated March 16, 2007, the passive infrastructure of the Company and RTL was demerged and vested into RITL, with effect from April 10, 2007.

Borrowings:

Outstanding loans, bonds and other instruments issued by the issuer company outstanding as on February 4, 2009:

(a) Secured Loans - Nil

Working Capital Facility - Nil

(b) Unsecured Loans

Nature of Instrument	Maturity Period	Amount (Rs. Cr.)
Short Term Loans	Upto 1 year	6,130
Buyers Credit	Upto 1 year	3,808
Long Term Loans	5 years	2,500
FCCB May 06 500 Mn	5 years	1,646
FCCB Feb 07 1 Billion	5 years	5,127
ECB May 07 500 Mn	6 years	2,444
ECB Aug 07 500 Mn	6 years	2,444
ECB Mar 08 279 Mn	4 years	1,368
ECB Feb 08 116 Mn	4 years	569
ECA June 08 750 Mn	10 years	1,091
ECA Apr 08 150 Mn	7 years	157
ECA Apr 08 250 Mn	7 years	569

Exchange Rate – Rs. 48.875 /\$ (as on January 31, 2009)

v. Details of debt securities issued and sought to be listed including face value, nature of debt securities, mode of issue i.e. public issue or private placement.

Nature of Debt Securities	Secured Redeemable Non-Convertible Debenture.
Issue Amount	Not exceeding Rs. 3,000 crore .
Face Value	Rs.1,00,00,000 per Debenture.
Issue Price	Rs. 1,00,00,000 per Debenture.
Tenor	10 years.
Coupon Rate	11.20% per annum payable monthly or such other rate as may be agreed by the Company.
Interest Payable	Monthly.
Redemption	At the end of 10 th year from the date of allotment.
Security	NCD's shall be secured by a pari passu charge on the moveable and immovable assets of (excluding Land and building thereon, Goodwill and Brand Name) (" Charged Assets") of Reliance Infratel Ltd (RITL), a subsidiary of the Company, on parri passu basis with RITL's existing and future lenders, with a minimum assets cover of 1.25 times. However, as regards security creation, RITL, under its existing Loan Agreements with lenders, has an obligation to obtain their prior written consent for the same. RITL will immediately initiate the process of obtaining the necessary permission from lenders as well as regulatory authorities and once the same is complete, will be able to create security by a pari passu charge on the Charged Assets of RITL.
Mode of Issue	Private Placement

vi. Issue size.

Issue size is Rs. 3,000 crore to be raised in one or more tranches.

vii. Details of utilisation of the issue proceeds.

The utilisation of funds proposed to be raised through this private placement will be for general corporate purposes of the Company and / or its subsidiaries.

viii. A statement containing particulars of the dates of, and parties to all material contracts, agreements involving financial obligations of the issuer.

Copies of the contracts and documents, referred to below, may be inspected at the Registered Office of the Company between 10.00 a.m. and 12.00 noon on any working day except Saturday until the date of closing of the issue.

S.No.	Nature of Contract/documents
1.	Certified true copy of the Memorandum and Articles of Association of the Company.
2.	Certified true copy of the resolution passed by the Board of Directors of the Company at the meeting held on January 23, 2009 approving the issue of Debentures.
3.	Certified true copy of the resolution passed by the Board of Directors of the Reliance Infratel Limited, subsidiary company, at the meeting held on January 19, 2009 approving creation of security in favour of LIC for Debentures issued by the Company.
4.	Certified true copy of the resolution passed by the Members of the Company at the Annual General Meeting held on July 17, 2007 under section 293(1)(d) of the Companies Act, 1956.
5.	Certified true copy of the resolution passed by the Members of Reliance Infratel Limited at the Annual General Meeting held on September 29, 2008 under section 293(1)(a) of the Companies Act, 1956.
6.	Certified true copy of the resolution passed by the Members of Reliance Infratel Limited at the Annual General Meeting held on September 29, 2008 under section 293(1)(d) of the Companies Act, 1956.
7.	Annual Report of the Company for the year 2007-08.
8.	Credit rating letter dated February 16, 2009 from ICRA.
9.	Letter dated February 21, 2009 from Axis Bank giving its consent to act as debenture trustees.

ix. Any material event/ development or change at the time of issue or subsequent to the issue which may affect the issue or the investor's decision to invest / continue to invest in the debt securities.

In the opinion of the Directors of the Company, there have been no material developments after the date of the last financial statements as disclosed in this schedule, which would materially and adversely affect or are likely to affect the trading or profitability of the Company or the value of its assets, or its ability to pay its liabilities within the next twelve months, other than what has been already set out elsewhere in this Information Memorandum.

- x. **Particulars of the debt securities issued (i) for consideration other than cash, whether in whole or part, (ii) at a premium or discount, or (iii) in pursuance of an option.**

The Company till date has not issued any debt security for consideration other than cash either at premium or at discount.

- xi. **A list of highest ten holders of each class or kind of securities of the issuer as on the date of application along with particulars as to number of Equity shares held by them.**

The Top ten largest equity shareholders of the Company as on December 31, 2008:

S.N.	Name and Address of the Investor	Number of Shares	% Shareholding
1.	AAA Communication Private Limited 3rd Floor, Reliance Energy Centre, Santacruz (East), Mumbai 400055	1308110172	63.38
2.	Life Insurance Corporation of India HDFC Bank Ltd Custody Services – Trade World, A Wing, Gr. Floor, Kamla Mills Compound, S. B. Marg, Lower Parel West, Mumbai 400013	122194805	5.92
3.	Deutsche Bank Trust Company Americas Deutsche Bank AG, DB House, Hazarimal Somani Marg, Next To Sterling Theatre, Fort P.O.Box No.1142, Mumbai 400001	49309394	2.39
4.	Reliance Capital Limited Old ICI Godown, Fosbery Road, Off Reay Road Station (E), Mumbai 400033	18461758	0.89
5.	Reliance Capital Trustee Co Limited Deutsche Bank A G DB House, Hazarimal Somani Margfort, P. O. Box 1142, Mumbai Maharashtra 400001	15261194	0.74
6.	Sonata Investments Limited 304, Chartered House 297/299, Dr. Cawasji Hormasji Street, Near Marine Line Church, Mumbai 400002	13775000	0.67
7.	Solaris Information Technologies Private Limited 304, Chartered House, 297/299, Dr C.H.Street, Marine Lines, Mumbai, 400002	12350000	0.60
8.	Janus Overseas Funds C/O Deutsche Bank AG Securities And Custody Services DB House, Hazarimal Somani Marg, P.O.Box No.1142, Fort, Mumbai 400001	11583898	0.56
9.	Reliance Innoventures Limited 3rd Floor, Reliance Energy Centre, Santacruz (East), Mumbai 400055	11529001	0.56
10.	UTI Mutual Funds UTI AMC Pvt. Ltd	9261938	0.45

S.N.	Name and Address of the Investor	Number of Shares	% Shareholding
	Uti Tower, GN Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051		

xii. An undertaking that the issuer shall use a common form of transfer

The Company will issue debentures in Demat form only and there will not be any Debentures in physical mode. However, the Company would use a common transfer form for physical holdings, if at a later stage there is any holding in physical form due to the depository giving the rematerialisation option to any investor.

xiii. Redemption amount, period of maturity, yield on redemption.

Redemption amount: Rs 3,000 crore

Period of Maturity: 10 years

Yield on redemption: Redemption at par with interest rate of 11.20 % p.a.

xiv. Information relating to the terms of offer or purchase.

Instrument	Secured Redeemable Non-Convertible Debenture.
Issue Size	Not exceeding Rs. 3,000 crore.
Date of allotment	The Date of Allotment for each tranche will be within 15 days from the date of closure of the issue.
Rating	ICRA has assigned the "LAAA" Rating to Non – Convertible Debenture Programme of Rs. 3000 crore.
Listing	The Company proposes to list the Debentures on the Wholesale Debt Market (WDM) segment of National Stock Exchange (NSE) and/or on Bombay Stock Exchange Limited.
Security	NCD's shall be secured by a pari passu charge on the moveable and immoveable assets of (excluding Land and building thereon, Goodwill and Brand Name) (" Charged Assets") of Reliance Infratel Ltd (RITL), a subsidiary of the Company, on parri passu basis with RITL's existing and future lenders, with a minimum assets cover of 1.25 times. However, as regards security creation, RITL, under its existing Loan Agreements with lenders, has an obligation to obtain their prior written consent for the same. RITL will immediately initiate the process of obtaining the necessary permission from lenders as well as regulatory authorities and once the same is complete, will be able to create security by a pari passu charge on the Charged Assets of RITL.
Minimum application	1 Debenture and in multiples of 1 thereafter.
Face Value	Rs. 1,00,00,000 per Debenture.
Issue Price	Rs. 1,00,00,000 per Debenture.
Coupon Rate	11.20% per annum.

Coupon Payable	Monthly.
Amount payable on application	100% of total face value of Debentures applied.
Tenor	10 years.
Redemption	At the end of 10th year from the date of allotment.
Interest on Application Money	Interest shall be payable at the Coupon Rate from the date of realization of the cheque / draft/ RTGS till one day prior to the Date of Allotment.

Listing

The Debentures of the Company are proposed to be listed on the Wholesale Debt Market (WDM) segment of the Bombay Stock Exchange Limited (BSE) and the National Stock Exchange of India Limited (NSE). The Company shall comply with the requirements of the listing agreement to the extent applicable to it on a continuous basis.

Who can Invest

The following categories of investors, when specifically approached, are eligible to apply for this private placement of Debentures.

- a) Companies and Bodies Corporate including Public Sector Undertakings.
- b) Commercial Banks
- c) Regional Rural Banks
- d) Financial Institutions
- e) Insurance Companies
- f) Mutual Funds
- g) Any other investor authorised to invest in these Debentures.

All investors are required to comply with the relevant regulations/ guidelines applicable to them for investing in this issue of Debentures.

Procedure for applications by Mutual Funds

The applications forms duly filled shall clearly indicate the name of the concerned scheme for which application is being made and must be accompanied by certified true copies of

- a) SEBI registration certificate
- b) Resolution authorizing investment and containing operating instructions
- c) Specimen Signature of authorized signatories

Documents to be provided by investors

Investors need to submit the following documentation, along with the application form, as applicable

- a) Memorandum and Articles of Association / Documents Governing Constitution
- b) Resolution authorising investment
- c) Certified True Copy of the Power of Attorney
- d) Form 15 AA for investors seeking exemption from Tax deduction at source from interest on the application money.
- e) Specimen signatures of the authorised signatories duly certified by an appropriate authority.
- f) SEBI Registration Certificate (for Mutual Funds)
- g) Copy of PAN.

Security

The security to the issue is provided by creation of charge on the assets of the RITL, a subsidiary of the company, on pari passu basis with RITL existing lenders with a minimum asset cover of 1.25 times. The necessary resolution in this regard has been passed by the Board of Directors of RITL at their meeting held on January 19, 2009.

Mode of Payment

All cheques/drafts must be made payable to "Reliance Communications Limited" and crossed "A/C PAYEE ONLY" or through Fund Transfer / Real time gross settlement.

Effect of Holidays

Should any of the dates defined above or elsewhere in this Information Memorandum other than the date of allotment, fall on a Saturday, Sunday or a public holiday, the next day (working day/ business day) shall be considered as the effective date(s).

Payment of Interest

Interest for each of the interest periods shall be computed on an actual-by-365 days a year basis on the principal outstanding on the Debentures at the Coupon rate. If the interest period from start date to end date includes February 29, then interest shall be paid on the basis of (End Date-Start Date)/366.

Tax Deduction at Source

Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or reenactment thereof will be deducted at source. For seeking TDS exemption/ lower rate of TDS, relevant certificate / document must be lodged by the Instrument Holders at the registered office of the Company at least 30 days before the interest payment becoming due and if required, be submitted afresh annually and/or as and when called upon for the same by the Company. Tax exemption certificate / declaration of non-deduction of tax at source on interest on application money, should be submitted along with the application form. Failure to comply with the above shall entitle the Company to deduct tax at source as may be advised to it.

Date of Allotment

The Date of Allotment for each tranche will be within 15 days from the date of closure of the issue.

Letters of allotment, Debenture Certificates in Demat Mode

The Debentures will be credited in dematerialised form within 7 (seven) days from the date of allotment.

PAN Number

Every applicant must mention his Permanent Account Number (PAN) allotted under Income Tax Act, 1961.

Payment on Redemption

The payment of the redemption amount of the Debentures will be made by the Company to the beneficiaries as per the beneficiary list provided by the depository as on the Record Date fixed by the Company.

The Debentures held in the Dematerialised Form shall be taken as discharged on payment of the redemption amount by the Company on maturity to the registered Debentureholders, whose name appears in the Register of Debentureholders on the Record Date. Such payment will be a legal discharge of the liability of the Company towards the Debentureholders. On such payment being made, the Company will inform National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) and accordingly the account of the Debentureholders with NSDL / CDSL will be adjusted.

The Company's liability to the Debentureholders towards all their rights including for payment or otherwise shall cease and stand extinguished from the due dates of redemption in all events. Further the Company will not be liable to pay any interest or compensation from the date of such redemption.

On the Company dispatching the amount as specified above in respect of the Debentures, the liability of the Company shall stand extinguished.

Purchase and Sale of Debentures

The Company may, at any time and from time to time, purchase Debentures in accordance with the applicable laws. Such Debentures may, at the option of the Company, be cancelled, held or reissued at such a price and on such terms and conditions as the Company may deem fit and as permitted by law.

Re-issue of Debentures

Where the Company has redeemed any such Debentures, subject to the provisions of Section 121 of the Companies Act and other applicable provisions, the Company shall have and shall be deemed always to have had the right to keep such Debentures alive for the purpose of reissue and in exercising such right, the Company shall have and shall be deemed always to have had the power to re-issue such Debentures either by re-issuing the same Debentures or by issuing other Debentures in their place.

Future Borrowings

The Company shall without being required to seek any consent and/ or refer to the Debenture Holders and/or the Debentures Trustees, entitled from time to time to make further issue of Debentures to the public, members of the Company and /or any other person(s) and to raise further loans, advances or such other facilities from Banks, Financial Institutions and / or any other person(s) on the security or otherwise of its assets.

Governing Law

The Debentures are governed by and shall be construed in accordance with the Indian laws. Any dispute arising thereof will be subject to the jurisdiction at the city of Mumbai.

Consents

Consents in writing of the Registrar to offer and Trustees for the Debentureholders to act in their respective capacities, have been obtained.

Underwriting of the issue

The Issue of Debentures has not been underwritten.

Tax Benefits

A Debentureholder is advised to consider the tax implications in respect of subscription to the Debentures after consulting their tax advisor.

xv. The discount at which such offer is made and the effective price for the investor as a result of such discount.

N. A.

xvi. The debt equity ratio of the issuer prior to and after issue of the debt security.

	Prior to issue	After the issue
Debt Equity Ratio	1.08	1.20

Note:

For Pre- issue Debt Equity ratio, debt as on 4th February 2009 and Networth as on 31st December 2008 has been considered. For post offer Debt Equity ratio, debt as on 4th February 2009 has been adjusted to include the present borrowing and Networth as on 31st December 2008 has been considered.

xvii. Servicing behavior on existing debt securities, payment of due interest on due dates on term loans and debt securities.

The payment of interest & repayment of principal is being done in a timely manner on the respective due dates.

xviii. That the permission / consent from the prior creditor for a second or *pari passu* charge being created in favor of the trustees to the proposed issue has been obtained.

NCD's shall be secured by a *pari passu* charge on the moveable and immoveable assets of (excluding Land and Building thereon, Goodwill and Brand Name) (" Charged Assets") of Reliance Infratel Ltd (RITL), a subsidiary of the Company, on *pari- passu* basis with RITL's existing and future lenders. However, as regards security creation, RITL, under its existing Loan Agreements with lenders, has an obligation to obtain their prior written consent for the same. RITL will immediately initiate the process of obtaining the necessary permission from lenders as well as regulatory authorities and once the same is complete, will be able to create security by a *pari passu* charge on the Charged Assets of RITL.

xix. The names of the debenture trustee(s) shall be mentioned with a statement to the effect that debenture trustee(s) has given his consent to the issuer for his appointment under SEBI (Issue of Listing of Debt Securities) Regulations 4 (4) and also in all the subsequent periodical communications sent to the holders of debt securities.

The debenture trustee of the proposed Debentures is Axis Trustee Services Limited, Mumbai which has given its consent for their appointment as Debenture Trustee to the issue.

xx. The rating rationale (s) adopted by the rating agencies shall be disclosed

RCOM's established position as a leading integrated and the only service provider with nation-wide presence in both GSM and CDMA wireless services, wire-line services, enterprise connectivity solutions, domestic and international long distance segments (voice and data services) and direct-to-home (DTH) pay television services; its competitive cost structure; the operational strengths derived from its pan-India network; and its large and fast growing customer base.

RCOM, as a fully integrated and converged service provider, enjoys significant cost synergies from its existing & common infrastructure investments including the largest optic fiber network, IT systems, back-office infrastructure and sales, distribution and retail networks across all its businesses. Moreover, with the recent launch of GSM operations in 14 additional circles, the company is strongly positioned to capitalize on the growth momentum in the domestic mobile business. The launch of nationwide GSM services allows RCOM to benefit from fully addressing the Indian mobile market, strong ecosystem of GSM handsets, broader spectrum of value added services including roaming revenue from international tourist and business travelers.

xxi. Names of all the recognised stock exchanges where securities are proposed to be listed clearly indicating the designated stock exchange and also whether in principle approval from the recognised stock exchange has been obtained.

The securities are proposed to be listed with the following stock exchanges:

Designated Stock Exchange	
The Bombay Stock Exchange Limited – Wholesale Debt Market Segment Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 001	National Stock Exchange of India Ltd - Wholesale Debt Market Segment Exchange Plaza, C/1, Block G Bandra - Kurla Complex, Bandra (East) Mumbai 400 051

The Company will take appropriate steps for obtaining in principle approval and listing of Debentures in WDM segment from the aforesaid stock exchanges.

xxii. A summary term sheet shall be provided which shall include brief information pertaining to the Secured Non Convertible debt securities (or a series thereof) as follows

Issuer	Reliance Communications Limited.
Instrument	Secured Redeemable Non-Convertible Debenture .
Face Value	Rs. 1,00,00,000 per Debenture.
Issue Size	Not exceeding Rs. 3,000 crore.
Minimum Application	1 Debenture and in multiples of 1 thereafter.
Tenor	10 years.
Interest Rate	11.20% per annum.
Interest Payable	Monthly
Redemption	At the end of 10 th year from the date of allotment.
Rating	ICRA has assigned the “LAAA” Rating to Non – Convertible Debenture Programme of Rs. 3000 crore. This rating is the highest-credit-quality rating assigned by ICRA.
Security	NCD’s are secured by a pari passu charge on the moveable and immovable assets of (excluding Land and building, Goodwill and Brand Name) (“ Charged Assets”) of Reliance Infratel Ltd (RITL), a subsidiary of the Company, on pari passu basis with RITL’s existing and future lenders, with a minimum of assets cover of 1.25 times. However, as regards security creation, RITL, under its existing Loan Agreements with lenders, has an obligation to obtain their prior written consent for the same. RITL will immediately initiate the process of obtaining the necessary permission from

	lenders as well as regulatory authorities and once the same is complete, will be able to create security by a pari passu charge on the Charged Assets of RITL.
Security Creation	The Company shall create security for these debentures within 3 months of the date of disbursement, failing which an additional interest rate of 2% p.a. on the outstanding debentures shall be payable by the Company from the date of disbursement till such creation of security. In case security is not created even after a period of further three months over and above the stipulated 3 months as mentioned above, the Debentureholder shall reserve the right to recall its outstanding principal amounts on the aforesaid debentures along with all other monies / accrued interest due in respect thereof.
In case of Default	In case of default in payment of interest and/or principle on the due dates, additional interest @ 2% over the documented rate will be payable by the Company for the defaulting period.
Trustees	Axis Trustee Services Limited, Mumbai.
Listing	The Company proposed to list the Debentures on the Wholesale Debt Market (WDM) segment of National Stock Exchange (NSE) and/or on the Stock Exchange, Mumbai.
Registrar & Transfer	Karvy Computershare Private Limited.
Form of Issuance	Demat Mode.
Form of trading	Demat mode only.
Depository	NSDL and CDSL.
Settlement by way of	Funds Transfer/RTGS/ Cheque.
Issue opens on	February 24, 2009.
Issue closed on	March 05, 2009.

For Reliance Communications Ltd.

Sd/-
Hasit Shukla
President & Company Secretary

Sd/-
Udayan Maroo
Chief Financial Officer

Place : Navi Mumbai
Date : February 21, 2009